

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 5
(THE "DISTRICT")
HELD
NOVEMBER 28, 2022

A Special Meeting of the Board of Directors of the Banning Lewis Ranch Metropolitan District No. 5 (referred to hereafter as the "Board") was convened on Monday, November 28, 2022, at 11:00 a.m. This District Board meeting was held at Banning Lewis Ranch – The Barn 9150 Braemore Heights, Colorado Springs, Colorado 80927 and via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Robert Cass, President
George Smith, Vice President
Victoria Niemi, Treasurer
Kathryn Giddens, Secretary
Dawson Hubert, Assistant Secretary

Also, In Attendance Were:

Krista Baptist, Korben Heim, and Rob Lange; CliftonLarsonAllen, LLP
Colin Mielke; Seter & Vander Wall, PC
Jan Cass, Ken and Heidi Westberg, Ed Scutellaro, Deb Nussdorfer, Jeanette O'Brien, Michele Burnett, Laura Minardi, Laurie Wonders, Virginia Beteille, Cindy Johnson, Janet Winters and Linda Rodriguez; Members of the Public

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Director Cass called the meeting to order at 11:03 a.m. Following review, upon a motion duly made by Director Hubert, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Disclosures of Potential Conflicts of Interest: There were no conflicts to be filed.

Quorum, Location of Meeting and Meeting Notices: A quorum was confirmed.

It was noted that the meeting was noticed on the website and posted as required. It was noted that the notice of the budget hearing was published in The Transcript as required.

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Public Comment: The Board opened the meeting for public comment.

Jenny Pate: Ms. Pate suggested OakwoodLife conduct a survey of residents to better understand community member desires. She further questioned OakwoodLife on additional information regarding the Barn equipment, ADA compliance, Shazam issues as well as the gates and lighting.

Ken Westberg: Mr. Westburg raised concerns with roadway blocking issues by Shazam, noting that Shazam appears to provide services as if The Retreat were a commercially zoned property.

Margaret Mecca: Ms. Mecca's written comments were received and read aloud regarding meeting changes, trail safety, and Barn improvements.

Leo Maes: Mr. Maes requested confirmation of who is responsible for snow removal at The Barn and its parking lot and stated his concern regarding safety on paths and trails due to insufficient snow removal.

Minutes from the October 31, 2022 Regular Board Meeting: The Board reviewed the minutes from the October 31, 2022 regular Board meeting. Following review, upon a motion duly made by Director Cass, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the minutes from the October 31, 2022 regular Board meeting, pending revisions to include Ms. Bartow of CLA and correct the spelling of a public member name.

Minutes from the November 14, 2022 Special Board Meeting: The Board reviewed the minutes from the November 14, 2022 special Board meeting. Following review, upon a motion duly made by Director Cass, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the minutes from the November 14, 2022 special Board meeting, as presented.

Business to be Conducted in 2023, Schedule Regular Board Meetings, 2023 Annual Administrative Resolution, Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24- Hour Notices, appoint representative to Post Notices within the District: Mr. Mielke presented the Board with a form of resolution addressing various annual administrative matters. Mr. Mielke discussed the contents of the resolution with the Board. The Board reviewed and discussed the contents of the resolution, including switching the District's designated newspaper to *The Gazette*. After review and discussion, and upon motion made by Director Cass, seconded by Director Niemi and unanimously carried,

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the Board approved the 2023 Annual Administrative Resolution.

Requirements of Section 32-1-809, C.R.S. and Direct Staff Regarding Compliance for 2023 (District Transparency Notice):

The Board discussed the statutory requirement to post the District Transparency Notice. Directors Cass and Smith stated they would like their personal contact information included on the District Transparency Notice. No other actions were taken.

2023 Insurance Renewal, Adoption of Documents Needed to Obtain or Maintain Insurance Coverage through the Colorado Special Districts Property and Liability Pool and T. Charles Wilson Risk Management and Authorize Membership in the Special District Association:

The Board discussed the renewal of insurance and the SDA membership for the District in 2023. Following discussion and review, upon a motion duly made by Director Cass, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the 2023 insurance renewal and authorized membership in the Special District Association for 2023.

**FINANCIAL
MATTERS**

Payment of Claims: Mr. Lange reviewed the claims with the Board. The Board discussed the OakwoodLife invoicing and stated its desire that all OakwoodLife invoices be provided to the District No. 5 Board for review. It was noted that only Banning Lewis Ranch Metropolitan District No. 1 can approve the invoices from OakwoodLife. The Board determined that for the next two rounds of invoicing by OakwoodLife the invoices should be delivered to Director Cass for review, after which the Board will decide how it wants to review future invoices.

The Board further discussed assets within The Barn, noting that it would like the number and types of assets to be documented. The Board also stated its desire to confirm whether OakwoodLife marks up the cost of materials or labor in its contract beyond the actual costs.

Following review, upon a motion duly made by Director Cass, seconded by Director Smith and, upon vote, unanimously carried, the Board ratified approval of previous claims and approved the payment of current claims in the amount of \$216,271.84.

Special Revenue Fund Balance Sheet and the Special Revenue Fund Statement of Activities as of October 31, 2022:

Mr. Lange reviewed the Special Revenue Fund Balance Sheet and the Special Revenue Fund Statement of Activities with the Board. The Board discussed fundraising and club funds. The Board noted it may discuss in the future whether club funds should be allocated to one fund or separated out by club.

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Appointment of District Accountant to Prepare 2024 Budget: It was noted that this action was included in the District's Annual Administrative Resolution that was approved earlier in the meeting.

Other: None.

LEGAL MATTERS

Draft Gate Policy and Community Manual: Mr. Mielke updated the Board regarding District No. 1's preparation of the draft Community Manual, noting that an initial draft was prepared by District No. 1's legal counsel and presented to OakwoodLife for comment. District No. 1 is in the process of finalizing the document to be presented to District No. 5 for review and comment. No actions taken.

Landscape Tract: No update at the time of the meeting.

OakwoodLife Invoicing: This item was previously addresses. No further discussions were made.

Other: None.

MANAGER MATTERS

CliftonLarsonAllen LLP Master Service Agreement and Related Statement(s) of Work: Director Cass questioned on the differences and/or any conflicts between the facilities agreement with Banning Lewis Ranch Metropolitan District No. 1 and the CLA Statement(s) of Work. Ms. Baptist discussed with the Board. Following discussion and review, upon a motion duly made by Director Cass, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP Statement(s) of Work.

Other: None.

DIRECTOR MATTERS

Committee Reports to Include Purpose Statement, Primary Responsibilities, and Future Activities: The Board discussed and presented the committees from the working session to the community. No actions were taken.

The Board noted the Finance Committee evaluated the \$288/month fee and broken down the allocation of those fee revenues. The Board anticipates scheduling a meeting to discuss the fee with residents.

The Board discussed OakwoodLife's proposal to have monthly meetings to discuss OakwoodLife activities. The Board stated its preference for Mr. Leid to attend meetings regularly to answer questions related to OakwoodLife activities.

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Board Meeting on December 26, 2022: It was determined that the Board would cancel the December 26, 2022 meeting.

Banning Lewis Ranch Metropolitan District No. 1 2023 Budget from Cooperation Committee: No updates at the time of the meeting.

Other: None.

OTHER BUSINESS

Other: The Board discussed the post office issues, parking around the Barn, ongoing communication with OakwoodLife. It was determined that a possible site walk with BrightView on The Retreat tracts would occur. No actions were taken.

ADJOURNMENT

There being no further business to come before the Board at this time, Director Cass adjourned the meeting at 1:16 p.m.

Respectfully submitted,

By Kathryn Biddens
Secretary for the Board